

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COR THERAPEUTICS, INC.
(a Delaware corporation)

INTO

MILLENNIUM PHARMACEUTICALS, INC.
(a Delaware corporation)

Millennium Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 13th day of January, 1993, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of COR Therapeutics, Inc., a corporation incorporated on the 4th day of February, 1988 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, by written action in lieu of a meeting dated the 4th day of February, 2002, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge COR Therapeutics, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;

RESOLVED: That the President and Secretary of the Corporation be, and each of them hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of COR Therapeutics, Inc. into the Corporation, cause the same to be filed with the Secretary of State of the State of Delaware and take all such other actions and to execute all such other instruments and agreements as the officer or officers so acting may deem appropriate to effect such merger;

RESOLVED: That the merger of COR Therapeutics, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COR THERAPEUTICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MILLENNIUM PHARMACEUTICALS, INC." UNDER THE NAME OF "MILLENNIUM PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF FEBRUARY, A.D. 2002, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2322355 8100M

020093846

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1610075

DATE: 02-12-02

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 12th day of February, 2002.

MILLENNIUM
PHARMACEUTICALS, INC.

By: /s/ Mark J. Levin
Title: President